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STATE MS. - DESOTO CO.
FILED

DURABLE POWER OF ATTORNEY

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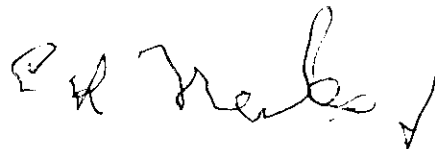
STATE OF MISSISSIPPI
COUNTY OF DESOTO

BK 93 PG 714
W.E. DAVIS CH. CLK.

ATTORNEY-IN-FACT

KNOW ALL MEN BY THESE PRESENTS, that I, **CLARENCE RICHARD NEELEY, SR.**, an adult resident citizen of Desoto County, Mississippi, have made, constituted and appointed, and by these presents, do make, constitute and appoint my daughter, **CATHY SELLERS**, of 838 Neshoba, Southaven, Desoto County, Mississippi, as my true and lawful attorney-in-fact, who, acting in my name, place and stead shall have the general power and authority to do and perform all and every act and thing whatsoever that can be lawfully done in and about my business, property, and personal affairs, all as fully to all intents and purposes as I might or could do if personally present; and I hereby ratify and confirm all that my said attorney shall lawfully do or cause to be done by virtue of these presents, subject only to the time such power becomes effective as set out hereinafter.

In the event my daughter is unable or unwilling to serve as my true and lawful attorney, then I appoint my daughter, **SUSAN NEEDHAM**, 5885 Londonderry Cove, Southaven, Desoto County, Mississippi, who, acting in my name, place and stead shall have the general power and authority to do and perform all and every act and thing whatsoever that can be lawfully done in and about my business, property, and personal affairs, all as fully to all intents and purposes as I might or could do if personally present, and I hereby ratify and confirm all that my said alternate attorney shall lawfully do or cause to be done by virtue of these presents, subject only to the time such power becomes effective as set out hereinafter.



EFFECTIVE DATE OF POWER

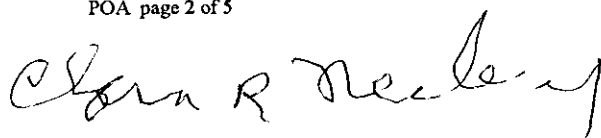
This power of attorney shall become effective immediately.

This Power of Attorney, once effective, shall not be affected by the subsequent disability or incompetence of the principal, it being my intent that the authority conferred hereunder shall be exercisable by my aforesaid attorney-in-fact notwithstanding my subsequent disability or incompetence, in accordance with Miss. Code Ann. §87-3-13 (2) (As Amended).

GRANT OF POWERS

Without in any manner limiting the general power herein granted to my said attorney-in-fact, his or her powers shall include but not be limited to each of the following:

- (1) Real Estate Transactions, including conveyance, encumbrance, mortgaging, leasing of same or any other act or thing in and about any real estate which I own or may have an interest in;
- (2) Chattel and good transactions;
- (3) Bank transactions, including, but not limited to, endorsing and receiving payment upon any and all checks, drafts, certificates, certificates of deposit, savings certificates or any other bank paper of any kind, and including power to write checks, withdraw funds, obtain loans, enter and maintain safety deposit boxes, and in any other manner to obtain money, funds, and property of any kind from any and all bank accounts, savings accounts, or bank documents of any kind and description without limitation;
- (4) Insurance transactions;
- (5) Claims and litigation;
- (6) Personal relationships and affairs, including, but not limited to, authorization for me to be admitted and maintained for any period of time at any medical clinic, hospital, medical center, nursing home, retirement home, and for the administration of surgery and medical care of any kind by any physician, doctor, hospital, medical center, nurse, or any other person, institution, facility, or provider of medical or health related services of any kind without limitation;
- (7) Records, reports, and statements;
- (8) Personal, financial, property, or other consents, without limitation;
- (9) Full and unqualified authority to delegate any or all of said powers to any person or persons whom my said attorney shall select or designate in writing;
- (10) The power to make gifts of a charitable nature for or on my behalf;
- (11) The power to appear before, represent and act on behalf of the undersigned principal before any agency or authority including the Social Security Administration,



Medicare or Medicaid, Internal Revenue Service, and to file any and all forms and claims, and the power to receive and endorse payments and benefits, including the power to file and receive payment under health or medical insurance of any kind or nature.

- (12) The power to exercise or perform any act, power, duty, right or obligation whatsoever that I now have, or may hereafter acquire the legal right, power or capacity to exercise or perform, in connection with, arising from or relating to any person, item, transaction, thing, business, property, real or personal, tangible or intangible, or matter whatsoever, and to purchase and sell, for and on my behalf, all property, real, personal, or intangible, it being understood and provided that my aforesaid attorney-in-fact and agents may execute all documents which may be necessary or proper to effectuate any power granted herein.

Any third party to whom this Power of Attorney is presented may rely upon an affidavit of my attorney-in-fact stating that this Power of Attorney has not been revoked and that I am then living. No third party relying on this Power of Attorney and the affidavit will be liable for any losses, damages, or claims caused by their compliance with the action requested by my attorney-in-fact and agent, unless the third party has actual knowledge of my death or the revocation of this Power of Attorney.

HEALTH CARE POWERS

In addition to the foregoing, I further authorize my aforesaid attorney-in-fact to make health care decisions for me if I am unable to give informed consent with respect to given health care decisions. For this purpose I incorporate herein the following provisions which are substantially in compliance with the Uniform Health Care Decisions Act, Miss. Code Ann. Sec. 41-41-201, et seq. as follows:

I recognize that this is an important legal document. Before executing this document, I have been made knowledgeable of and have had explained to me these important facts: This document gives the person(s) I have designated as the attorney-in-fact, my agent hereunder, the power to make health care decisions for me. This power exists only as to those health care decisions to which I am

Q R N e

unable to give informed consent. My above named attorney-in-fact must act consistently with my desires as stated in this document or otherwise made known. Except as I have otherwise specified in this document, this Durable Power of Attorney gives my aforesaid attorney-in-fact and agent the power to consent to my doctor not giving treatment or stopping treatment necessary to keep me alive. Notwithstanding this document, I have the right to make medical and other health care decisions for myself so long as I can give informed consent with respect to the particular decision. In addition, no treatment may be given to me over my objection, and health care necessary to keep me alive may not be stopped or withheld if I object at the time. This document further gives my aforesaid attorney-in-fact and agent authority to consent, to refuse to consent or to withdraw consent to any care, treatment, service or procedure to maintain, diagnose or treat a physical or mental condition. This power is subject to any statement of my desires and any limitations that I include in this or any other subsequent document. I understand that I may state in this document any types of treatment that I do not desire. In addition, a Court can take away the power of my aforesaid attorney-in-fact and agent to make health care decisions for me if my said agent (a) authorizes anything that is illegal, (b) acts contrary to my known desires, or (c) where my desires are not known, does anything that is clearly contrary to my best interests.

I have the right to revoke the authority of my aforesaid attorney-in-fact and agent by notifying my said agent or my treating doctor, hospital or other health care provider in writing of the revocation. My said agent has the right to examine my medical records and to consent to this disclosure unless I limit this right in this document. Unless I otherwise specify in this document, this document gives my aforesaid attorney-in-fact and agent the power after I die to (a) authorize an autopsy, (b) donate my body or parts thereof for transplant or for educational, therapeutic or

scientific purposes, and © direct the disposition of my remains. I have asked and had my lawyer explain to me all of the provisions contained in this document, and I understand the same.

I affirm that this Power of Attorney will not be valid for making health care decisions unless it is either (a) signed by two qualified adult witnesses who are personally known to me and who are present when I sign or acknowledge my signature or (b) acknowledged before a Notary Public in the State of Mississippi.

WITNESS my signature this 11 day of April, 2002.

Clarence R. Neeley, Sr.
CLARENCE RICHARD NEELEY, SR.

WITNESSES:

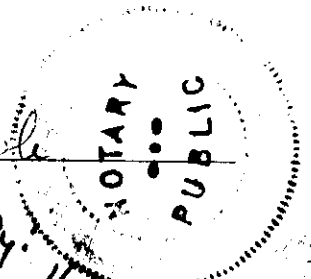
[Signature]
Sandra Coole

**STATE OF MISSISSIPPI
COUNTY OF DESOTO**

On this 11th day of April, 2002, before me, the undersigned Notary Public in and for the above state and county, personally appeared **Clarence Richard Neeley, Sr.**, personally known to me or proven with sufficient evidence to be the person whose name is subscribed to this instrument, and who acknowledged that he executed this **DURABLE POWER OF ATTORNEY** consisting of five (5) pages, inclusive of this page. I declare under the penalty of perjury that the person whose name is subscribed to this instrument appears to be of sound mind and under no duress, fraud or undue influence.

WITNESS my hand and official seal this 11th day of April, 2002.

Sandra Coole
Notary Public



My Commission Expires:

MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES JAN. 21, 2005
BONDED THRU STEGALL NOTARY SERVICE

PREPARED BY:
JAMES HOGGARD
3040 GOODMAN RD W.
HUN LAKE MS 38637
662-342-1333